
US EXECUTIVE APPROVAL FORM**CUSTOMER NAME: Smithfield Foods****PARTNER/VAD NAME:****Request for Approval 5/23/03**

1. Increase discount from 65% to 70% (Tier 1)
2. If Customer meets the \$1.45M threshold prior to Nov. 30, 2003, grant them a 5 Year, 70% (or deal discount) Price Hold on the entire price list excluding Ebus and Collab Suites. (versus the previously approved 3 years at 65%)
 - Draft with \$750k min. buy, approval for \$100K min. buy thresholds

Justification: The deal remains very competitive with SAP and former Oracle Senior Exec is now involved. John Nugent flew out and met with the customer execs. The result: SAP has now beat our offer in License and Consulting and provided a 5 year price hold for all products on their list. Current TCO is now in SAP favor. Cited key wins at Conagra & Tyson (at Oracles expense) and continued to cite our lack of visibility in the space. This would be our first apps win in beef/pork processing industry in North America and represent a major CPG win. OCS has \$2.8 bid as part of this project. Lisa Pope has spoken directly with Smithfield Exec and believes that it could slip until June due to SAP and customer but possibility to close is real. OCS also has opportunity to close in May and do not want to lose to SAP\BearingPoint\IBM and Nugent.

Approved discounts would reflect the following changes in L & S below.

Part 1. Net L. \$21,744 Support \$23,918

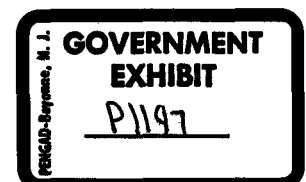
Part 2. Net L \$1,454,025 Support \$319,886

All Items Below this line Were Approved on 5/7/03

1. Increase the discount from 60% to 65%. –Tier 1
2. Modify the original #1 request's conclusion date from August 31 to November 30th due to delay in start and reduce the cumulative spend from \$1.9M to \$1.7M..

Justification: The CRP will not be complete until at the earliest October. We are hedging by asking for an approval through November. We will draft the contract with October1.

3. If Customer meets the \$1.7M threshold prior to Nov. 30, 2003, grant them a 3 Year, 65% (or deal discount) Price Hold on the entire price list excluding Ebus and Collab Suites. (versus the previously approved 2 years on only programs being purchased today)
 - a. Draft with \$250k min. buy, approval for \$100K min. buy thresholds



Justification: The deal is still very competitive with SAP and this would represent our first apps win in the beef/pork processing industry. SAP owns the lion share of this space with key wins at Conagra and Tyson. Draft will include a 55% discount with a subset of the programs to cover the next two years of known demand. In anticipation that this will not be sufficient, request is for the above to enable field team to negotiate without returning for additional approval.

If deal has changed then note here what the new Net L, Net S and total Net L+S is here:

Part 1 Net L. \$31,199 Support \$33,319
Part 2 Net L \$1,713,208 Support \$376,906

All Items Below This Line Were Approved on 3/25/03:

SECTION I - Approval Requests:

HQAPP Requests:

1. Price Hold through August 31, 2003 at the discounts being offered on this deal (60%). If the Customer has a cumulative spend of greater than \$1.9M Net L prior to August 31, 2003, grant them an additional 2 year price hold extension on perpetual licenses. (draft with Aug. 15, 2003 date)
 - The Part 2 deal summary box below details out what the team expects the purchase off of the price hold to be.
2. Request that if Customer meets the threshold to warrant the extension, that Oracle agrees to grant them a 2 renewal year technical support flatline on the licenses that make up the \$1.9M initial order(s).

TIER 1 Requests:

3. Request approval to sell the Programs/Quantities listed in the deal summary box on a 1 year term bases (Term list license price to be 20% of perpetual, support to be at perpetual pricing). Request approval for a 60% discount. (draft at 50%)
 - In the event that Smithfield chooses to purchase Perpetual licenses for the CRP, we are seeking the same 60% worst case discount.

TIER 2/3 Requests:

4. 1.Majority owned subs > 50% with or without exhibit subs do not agree in writing but HQ has the authority to bind subs and will bind.
5. Divestiture up to 1 year – standard contract option.

Non-Approval Issues: Draft with minimum purchase of \$150K for each transaction going forward.

Previously approved requests (include date of approval):

- 1.
- 2.

SECTION II – Deal Summary: Smithfield Foods is looking to purchase the minimum licenses and support necessary to conduct a Conference Room Pilot (CRP) for the Order To Cash workflow. They will use the CRP to assess Oracle's capabilities as Oracle does not have referenceable OTC customers in the food processing industry vertical.

Once the CRP is complete (slated for mid July), this deal will provide the customer with the option to purchase the full roll out's worth of licenses (Deployment) at a worst case 60% discount (net \$ 1.9L) . The CRP licenses will likely be Term licenses to keep short term costs (risk) to a minimum, and will be discounted at the same worst case discount through August '03. We will lead with 50%. In the event that Smithfield chooses to purchase Perpetual licenses for the CRP, we are seeking the same 60% worst case discount. The price hold is requested through August to allow for slippage. OCS is actively bidding for the CRP and roll out work, and has a fixed price proposal submitted for \$3M+.

Deal Summary	
Programs	Database EE, Diagnostic Pack, Tuning Pack, Change Management Pack, 9iAS, Open Systems Gateway, Marketing Online, Trade Management, iStore, Order Management, Release Management, Advanced Pricing, Configurator, Demand Planning, iReceivables
License Discount	60 %
Support Discount	60 %
Support Options/Holds	2 renewal year flatline from 8/03 if thresholds are met
Price Holds	2 + year price hold if thresholds are met
Two Part Deal	These are the licenses necessary for the Conference Room Pilot (CRP) to complete the initial evaluation of Oracle Applications Software.
Part 1	
List License -Perpetual	\$445,700
List Support -Perpetual	\$98,054
List 1-Year Term (20% of Perp)	\$89,140
Net License -1 Year Term - 60%	\$35,656 / Perpetual Alternative = \$178,280
Net Support -1 year Term=Perpetual rate - 60% disc.	\$39,221.60 / Perpetual Alternative = same = \$39,221.60
Net Comp & Admin	
Net Total Price -1 year term	\$74,877.60 / Perpetual Alternative = \$217,501.60
Price List Used	March 2003

Part 2 - Order To Cash Applications deal (see attached ss for detail)

60% Worst Case Discount with Post CRP Deployment Licenses. These licenses are for the Deployment requirements at the conclusion of the CRP to be completed by July 15th and purchased by August 31st

List License Deploy	\$4,888,450
List Support Deploy	\$ 1,075,459
List Comp & Admin	
Net License Deploy	\$1,956,880
Net Support Deploy	\$ 430,514
Net Comp & Admin	
Net Total Price Deploy	\$ 2,387,394
Price List Used	March 2003

Customer History - Existing Price Holds	
Existing contractual discount (price hold)	No
Date of Price List for price hold	
When does price hold expire?	
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	
Name of Agreement if applicable	

SECTION III - Justification:

See also details under each request in 1st section...

Smithfield Foods is an existing Oracle APPS Customer (Financials and HR) who is currently implementing with OCS. Oracle does not have applicable references for Order to Cash in the food /process manufacturing vertical. Smithfield would be an excellent reference candidate as they own 24% of this \$ 36B market (pork production).

Smithfield is extremely risk averse. But this proposal should be enough for them to proceed with an Oracle OTC solution (in spite of our lack of references) if Oracle agrees 1) to lock in pricing now for the full Order to Cash solution, good through Q2, and 2) support a CRP with Term licenses discounted at the same discount as the full roll out licenses.

This deal is competitive with SAP, who has significant presence in this industry space, including installations at Conagra and Tyson.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *(fill in rep name and AVP name here)* Frank Bagli
Field RM name if submitted by OracleDirect:

R: *(leave blank for HQAPP to fill out)*

C:

L:

A:

BP:

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION V – Ordering Document Details

Instructions - Fill in all sections completely.

APPROVAL REQUIREMENTS - Refer to the Approval Matrix at <http://esource.oraclecorp.com>

PRICING REQUIREMENTS – Refer to Price List and Price List Supplement for minimums and prerequisites.

PRICING SPREADSHEET – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.

MIGRATIONS - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to <http://nafo.us.oracle.com> under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.

Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.

General Information	
Contract requested by (insert date): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	March 21, 2003
Opportunity I.D. (OSO Number):	866928
Is this a ship order?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	<input type="checkbox"/> Yes (specify non-supported license type and eBusiness license type used to determine conversion) <input checked="" type="checkbox"/> No
Quote Valid Through (insert date):	April 15
Partner (insert name, if applicable)?	Margin or % of net license fees _____
VAD (insert name, if applicable)?	Margin or % of net license fees _____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If yes, specify payment type:	<input type="checkbox"/> Applications Affiliate Fee <input type="checkbox"/> ROP Fee (<i>GB Use Only</i>)
MIGRATIONS OR UPDATES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
PREMIUM SERVICES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INCIDENT PACKS:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Payment Terms:	<input checked="" type="checkbox"/> Net 30 <input type="checkbox"/> Other (Specify) _____
Referenced Agreement:	<input type="checkbox"/> New OLSA <input type="checkbox"/> Other (Specify) _____

Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	Smithfield Foods Incorporated
Business Address:	200 Commerce St
City / State / Zip:	Smithfield, VA 23430
Customer Contract Admin:	Mansour Zadeh
Phone #:	757.365.3039
Fax #:	757.365.3098
E-mail ID:	mansourzadeh@smithfieldfoods.com
Billing Contact:	Mansour Zadeh
(Partner/VAD if Indirect):	

Address:	200 Commerce St.
City / State / Zip:	Smithfield, VA 23430
Phone #:	757.365.3039
Fax #:	757.365.3098
E-mail ID:	mansourzadeh@smithfieldfoods.com
Tax Status :	Exempt ____ (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt <u> X </u>
Shipping Contact:	Brian Howard
Address:	200 Commerce St
City / State / Zip:	Smithfield, VA 23059
Phone #:	800.539.4727
Fax #:	
E-mail ID:	brianhoward@smithfieldfoods.com
Technical Support Contact:	WT Guthrie
Address:	200 Commerce St.
City / State / Zip:	Smithfield, VA 23059
Phone #:	800.539.4727
Fax #:	757.437.1287
Email ID:	wtguthrie@smithfieldfoods.com
Partner Name (Indirect):	
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

Education (EPPC)	
Education Prepaid Credit Amount:	\$ _____
Education Discount:	_____ %
Education Revenue:	\$ _____
Education Sales Rep:	

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PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make: IBM

OS: AIX

PROGRAMS:

Database EE,
Diagnostic Pack
Tuning Pack
Change Pack
9iAS
Open Gateway

Marketing Online
 Trade Management
 Order Management
 Release Management
 Advanced Pricing
 Configurator
 Demand Planning
 iReceivables

Applications		
Will applications be modified:	Yes	<input checked="" type="checkbox"/> No
Will users be accessing modified Apps from the web:	Yes	<input checked="" type="checkbox"/> No
Have all prerequisites been included:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Will users use Fast Forward RPM:	Yes	<input checked="" type="checkbox"/> No
Will applications be hosted:	Yes	<input checked="" type="checkbox"/> No
Indicate database that Apps will run on:	AIX partitionable 4 way for CRP.	
Indicate CSI for existing prerequisite database and tools:	NA	

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	Financing through OFD.
(2)	Language that Oracle can refer to customer in Mktg Activities
(3)	Reference existing SLSA Date November 1997)
(4)	Segmentation Language
(5)	Order of Precedence

Internal Administrative Information	
Applications Sales Manager	Frank Bagli
Technology Sales Manager	Dennis Nuutinen
Account Manager	Frank Bagli
OracleDirect Rep	Tom Bagley
Education Sales Rep	Ana Besu
Support Renewals Rep	
Premium Support Rep	Mike Clements
Migrations Manager	
Is there a teaming agreement?	<input type="checkbox"/> Yes (if yes, list all appropriate reps) <input checked="" type="checkbox"/> No
Requester:	Name: <u>Frank Bagli</u> Business Telephone: <u>804.306.5790</u> Cell Phone: <u>804.306.5790</u>